FORM D

RECEIVED

301645

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION



SEC U	SE ONLY
Prefix	Serial
DATE F	RECEIVED

Name of Offering (check if this is an amendment and name has changed, and indicate change.) Strategy Real Estate Investments Ltd.	
Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506	Section 4(6) ULOE
Type of Filing: New Filing	
A. BASIC IDENTIFICATION DATA	
Enter the information requested about the issuer	
Name of Issuer (check if this is an amendment and name has changed, and indicate change.)	
Strategy Real Estate Investments Ltd.	
Address of Executive Offices (Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)
200 Yorkland Boulevard, Suite 200, Toronto, Canada M2J 5C1	(416) 391-4223
Address of Principal Business Operations (Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)
(if different from Executive Offices) same as above	same as above
Brief Description of Business	
Investments in the development of residential real estate properties in Canada	PROCESS
Type of Business Organization	10V 2 5 2004 F
☑ corporation ☐ limited partnership, already formed ☐ other (pleas	e specify):
□ business trust □ limited partnership, to be formed	1 3 7 7 3 3 3 3 3 3 3 4 4 4 5 5 5 6 4 4 5 5 6 5 6 6 6 6 6 6 6
Month Year	6.2.2.2.2.2.2.2.2.2.2.2.2.2.2.2.2.2.2.2
Actual or Estimated Date of Incorporation or Organization: 0 8 0 4	Actual 🗇 Estimated
· · · · · · · · · · · · · · · · · · ·	Actual Listillated
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State;	racij.
CN for Canada; FN for other foreign jurisdiction)	CN

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 774(6)

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below, or if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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A. BASIC IDENTIFICATION DATA

- 2. Enter the information requested for the following:
 - Each promoter of the issuer, if the issuer has been organized within the past five years;
 - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
 - Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and

Each general and ma	anaging partner of p	artner issuers.			
Check box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☑ Executive Officer	☑ Director	☐ General and/or Managing Partner
Full Name (Last name first, if Hamilton, John	individual)				
Business or Residence Addres 200 Yorkland Boulevard, Suit					
Check box(es) that Apply:	☐ Promoter	☐ Beneficial Owner		☑ Director	☐ General and/or Managing Partner
Full Name (Last name first, if Sordi, Sandro	individual)				
Business or Residence Addres 200 Yorkland Boulevard, Suit					
Check box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☑ Director	☐ General and/or Managing Partner
Full Name (Last name first, if Maniaci, Anthony	individual)				
Business or Residence Addres 200 Yorkland Boulevard, Suit					
Check box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if	individual)				
Business or Residence Addres	s (Number and Stre	et, City, State, Zip Code)			
Check box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	Director	☐ General and/or Managing Partner
Full Name (Last name first, if	individual)				
Business or Residence Address	s (Number and Stre	et, City, State, Zip Code)			
Check box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if	individual)				···
Business or Residence Addres	s (Number and Stre	et, City, State, Zip Code)			
Check box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if	individual)				
Business or Residence Addres	s (Number and Stre	et, City, State, Zip Code)			
•					

(Use blank sheet, or copy and use additional copies of this sheet, as necessary)

				B. IN	NFORM.	ATION A	BOUT (FFERI	NG			
1 11		Id on de 4	ha iama i	rand 4=11	.		ngton- in 41.1	n official0			Yes	No ⊠
i. Has tr	ie issuer so.	ld or does th	ne issuer ini					-				کا
						Appendix, (f filing und	er ULOE.			
2. What	is the minir	num invest	ment that w	rill be accep	oted from a	ny individu	al?				<u>\$10</u>	,000
3. Does	the offering	g permit joii	nt ownershi	p of a singl	e unit?						Yes ⊠	No □
comma pers	nission or si son to be lis , list the na	nation requimilar remusted is an asme of the lyou may se	neration for ssociated pe proker or d	r solicitation erson or age ealer. If m	n of purcha ent of a bro ore than fi	sers in cons ker or deal ve (5) perso	nection with er registere ons to be li	n sales of sed d with the	ecurities in SEC and/or	the offering with a stat	g. If te or	
	e (Last nam Securities	ne first, if in Co. L.P.	dividual)									
		e Address (enue, Gree				Cip Code)						
Name of A	Associated	Broker or I	Dealer									
		on Listed H or check inc								🗖 All	l States	
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[IL]	[IN]	[AI]	[KS]	[KY]	LA]	[ME]	MD]	[MA]	[MI]	⊠ [MN]	\square [MS]	[MO]
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[RI]	[sc]	SD]	[TN]	[TX]	UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
full Nam	e (Last nam	ne first, if in	dividual)									
Business	or Residence	e Address	(Number ar	d Street, C	ity, State, Z	Cip Code)						
Name of .	Associated	Broker or I	Dealer									
		on Listed H									l States	
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	CT]	[DE]	DC]	[FL]	☐ [GA]	[HI]	[ID]
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Full Nam	e (Last nam	ne first, if in	dividual)								· · · · · · · · · · · · · · · · · · ·	
Business	or Residence	ce Address	(Number ar	nd Street, C	ity, State, Z	Zip Code)						
Name of	Associated	Broker or I	Dealer									
		on Listed H			to Solicit I	Purchasers					l States	
[Clieck /	[AK]	[AZ]	IIVIddai Sta	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	☐[IN]	[AI]	☐ [KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	☐ [MS]	[MO]
	[NE]	☐ [NV]	☐ [NH]	□ [NJ]	[MM]	□ [иу]	[NC]	[ND]	☐ [OH]	☐ [OK]	OR]	[PA]
☐ [RI]			☐ [TN]		ודטו	_	[AV]	[WA]		וואו	☐ [WY]	☐[PR]

(Use blank sheet, or copy and use additional copies of this sheet, as necessary)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero". If the transaction is an exchange offering, check this box \(\square\$ and indicate in the column below the amounts of the securities offered for exchange and already exchanged. Type of Security		gregate	Amount Already
		Offe	ring Price	Sold
	Debt			
	Equity	\$		\$
	☐ Common ☐ Preferred			
	Convertible Securities (including warrants)	\$		\$
	Partnership Interests	\$		\$
	Other (Specify - Units of Preferred Stock and Warrants)		0,000,000	\$50,000,000
	Total	\$ <u> </u>	0,000,000	\$ 50,000,000
	Answer also in Appendix, Column 3, if filing under ULOE			
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."		umber vestors	Aggregate Dollar Amount
		•••		Of Purchases
	Accredited Investors	8		\$ 50,000,000
	Non-accredited Investors			_ \$
	Total (for filings under Rule 504 only)			_ \$
	Answer also in Appendix, Column 4, filing under ULOE			
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1. Type of Offering		ype of ecurity	Dollar Amount Sold
	Rule 505			\$
	Regulation A			\$
	Rule 504			\$
	Total		-	\$
4.a	1. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		,	
	Transfer Agent's Fees			\$
	Printing and Engraving Costs			\$
	Legal Fees		_ ⊠	\$50,000
	Accounting Fees			\$
	Engineering Fees			\$
	Sales Commissions (Specify finder's fees separately)		— ⊠	\$
	Other Expenses (identify)			\$
	Total		_ ⊠	\$

	total expenses furnished in response	regate offering price given in response to Part C-Question o Part C-Question 4.a. This difference is the "adjusted	gross			\$47,450,000
5.	of the purposes shown. If the amount for	d gross proceeds to the issuer used or proposed to be used for any purpose is not known, furnish an estimate and check the payments listed must be equal to the adjusted gross proceed onestion 4 h. above	e box			
	the issuer set forth in response to 1 art C	Question 4.0. above.		Offic Direct	ents to cers, ors, & iates	Payments To Others
	Salaries and fees		🛚	\$	_ 🗆	\$
	Purchase of real estate		🗆	\$	_ □	\$
	Purchase, rental or leasing and ins	allation of machinery and equipment	🗆	\$	_ □	\$
	Construction or leasing of plant bu	ildings and facilities	🗆	\$	_ □	\$
		ncluding the value of securities involved in this offering the sets or securities of another issuer pursuant to a merger		\$		\$
	Repayment of indebtedness		🗆	\$	_ 🗆	\$
	2		📮	\$	_ □	\$
	Other (specify) Investment in cer residential real es	tain special purpose companies representing specific tate properties in Canada	. 🗆	\$	_ 🗵	\$_47,450,000
			🗖	\$		\$
	Column Totals		🗆	\$	_ 🗵	\$ 47,450,000
Total Payments Listed (column totals added)					⊠ \$_	47,450,000
		D. FEDERAL SIGNATURE				
sigt	nature constitutes an undertaking by the i	signed by the undersigned duly authorized person. If this nessure to furnish to the U.S. Securities and Exchange Communicational accredited investor pursuant to paragraph (b) (2) of Rule 50	ission,			
Issu	er (Print or Type)	Signature , Dat		-		
Stra	tegy Real Estate Investments Ltd.	Sendro Lords 2	No	v-1	6/0	4
Nar	ne of Signer (Print or Type)	Title of Signer (Print or Type)				
San	dro Sordi,	Vice President				

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)